# P98000000303

BRUCE JAY TOLAND

A PROFESSIONAL ASSOCIATION

801 BRICKELL AVENUE SUITE 1501 MIAMI, FLORIDA 33131

TELEPHONE: (305) 381-7999 BROWARD: (954) 463-5908 TELEFAX: (305) 381-8203

December 30, 1997

BRUCE JAY TOLAND, Esq.

JAMES M. FISHMAN, P.A. OF COUNSEL

-12/31/97--01049--011 \*\*\*\*122.50 \*\*\*\*122.50

#### VIA FEDERAL EXPRESS

Bureau of Corporate Records Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: CLEAR CHANNEL OUTDOOR, INC.

Dear Sir or Madam:

Enclosed please find two (2) executed duplicate originals of the Articles of Incorporation for the referenced company, together with our firm's check, payable to the Secretary of State, in the amount of \$122.50, to be applied as follows:

Filing fee: \$35.00
Certified copy fee: 52.50
Registered Agent filing fee: 35.00
\$122.50

Please return one certified <u>stamped original</u> of the Articles of Incorporation to the undersigned.

Thank you for your attention to this matter.

Very truly yours,

BRUCE JAY TOLAND, P.A.

Bruce Day Foland, Esc

BJT:gvk enclosures

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Merical Mark

## ARTICLES OF INCORPORATION OF CLEAR CHANNEL OUTDOOR, INC.

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TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the Corporation is, CLEAR CHANNEL OUTDOOR, INC.

## ARTICLE II DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

## ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

#### ARTICLE IV PRINCIPAL OFFICE

The principal office of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

### ARTICLE V MAILING ADDRESS

The mailing address of the corporation is: c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131.

#### ARTICLE VI CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares,"

#### ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is c/o Bruce Jay Toland, P.A., 801 Brickell Avenue, Suite 1501, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE JAY TOLAND.

## ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>

- Address

BRUCE JAY TOLAND

801 Brickell Avenue, Suite 1501 Miami, Florida 33131

## ARTICLE IX POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE X -AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

## ARTICLE XI INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the

Corporation. The names and addresses of the initial Director of the Corporation and Officers are:

<u>Names</u>

Addresses

Thomas F. Neville

c/o Bruce Jay Toland, P.A.

Director, President

801 Brickell Avenue, Suite 1501

and Secretary

Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of December, 1997.

BRUCE AY TOLANI

STATE OF FLORIDA

SS

COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BRUCE JAY TOLAND, who is personally known to me and who did not take an oath and, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 30th day of December, 1997.

NOTARY PUBLIC, State of Florida

at Large

My Commission expires:

OFFICIAL NOTARY SEAL
MINDY LEE PALLOT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC417514
MY COMMISSION EXP. OCT. 30,1998

## CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT CLEAR CHANNEL OUTDOOR, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE JAY TOLAND, LOCATED AT 801 BRICKELL AVENUE, SUITE 1501, MIAMI, FLORIDA 33131, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

BRUCE JAY TOLAND

12/30/9

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BRUCE AN TOLAND

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DIVISION STALLAHASSEE, FLORIDA